

SANFORD J. LEWIS, ATTORNEY

March 28, 2000

FILED 3
477515-3
SECRETARY

Mr. Daniel P. Ducore
Federal Trade Commission
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580

FTC File No. 991-0077; Docket No. C-3907;
via Fax 202 326-3396

RE: Valero Acquisition of Exxon California Assets
request for additional disclosures and additional time to comment

Dear Mr. Ducore,

I am writing on behalf of citizens in Benicia, California, organized in an association know as the Good Neighbor Committee, Benicia. These citizens are concerned with and will be affected by the community and environmental impacts of the divestiture of Exxon assets including the Benicia refinery to Valero, Inc. I have two requests:

1) Full disclosure of the application for divestiture. Last week I sent an agent to acquire the Application for Approval of the Proposed Divestiture. I was surprised to discover that the application for approval of the proposed divestiture has clearly been redacted by Exxon Mobil to exclude nonconfidential documents from public access. For instance, the application refers to letters sent to employees, public letters and commitments and other documentation which appears to be nonconfidential. Yet it appears that the company has treated the entirety of those submittals as confidential.

Given the manner in which the company has overreached, we accordingly request that you immediately make all of the nonredacted documents (application, and two volume appendix) available to us for review, so that we can complete comment on a timely basis. Alternatively, if you are unwilling to do that, we request that you conduct careful and line by line review of the documents submitted by Exxon Mobil and ensure that the redaction does not overreach into nonconfidential information, denying our rights under the US Constitution, the Administrative Procedures Act and FTC laws and regulations to such documents. This request is particularly significant and relevant in that we understand that the FTC is to review the company's environmental record and expertise as part of this process. We need access to the array of documents submitted to evaluate the company's environmental, community and labor records and performance, and to provide needed supplementation for FTC decisionmaking.

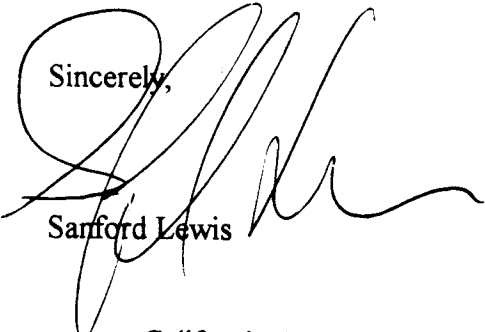
Valero: request for additional disclosures and additional time to comment

Please consider this request both within the context of the request for comments on the divestiture, and additionally as a request for disclosure of all of the aforementioned documents pursuant to the Freedom of Information Act.

2) Extension of comment period. Because of the inability of my clients and others to evaluate and comment effectively while nonconfidential information is being withheld by the applicant and proponents, we respectfully request a 30 day extension to comment, with such extension period to run from the later of April 10 or the date on which we receive the above-described documents.

Please call me at 617 489-3686 or fax a response to me at 781 891-6889.
Thank you for your prompt attention to this matter.

Sincerely,



Sanford Lewis

cc: California Attorney General
FTC Office of the Secretary